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JUL 10 1987

NEW HAMPSHIRE  
SECRETARY OF STATE

## FIDELITY BANK &amp; TRUST COMPANY

AMENDED CHARTER

BE IT KNOWN THAT, by action of the stockholders of Fidelity Bank & Trust Company and as approved by the Board of Trust Company Incorporation pursuant to RSA 392:27, the following amendment has been made to the Corporation's Charter as issued by the Secretary of State on April 12, 1983, and as previously amended by Certificate of Amendment issued by the Secretary of State on June 2, 1983:

Article IV of the Agreement of Association is deleted in its entirety and in its place is substituted a new Article IV, to read as follows:

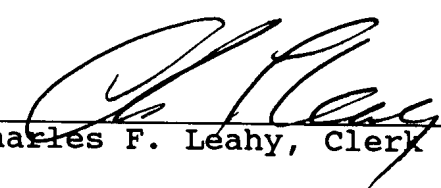
"The total number of shares of capital stock which the Corporation shall have authority to issue is 30,000 shares, which shall be classified as (i) 15,000 shares of common stock, par value \$100 per share (the "Common Stock"), and (ii) 15,000 shares of non-voting common stock, par value \$100 per share (the "Non-Voting Common Stock"). All rights preferences, and restrictions of the Common Stock and the Non-Voting Common Stock shall be identical, except that the Non-Voting Common Stock shall have no voting rights (other than as required by law) and each share of Common Stock shall entitle the holder thereof to one vote on any and all matters requiring the vote of stockholders of the Corporation.

When and as dividends are declared in respect of the Common Stock or Non-Voting Common Stock, whether payable in cash, in property, or in securities of the Corporation, the holders of the Common Stock and Non-Voting Common Stock shall be entitled to share equally, share for share, in such dividends, except that if dividends are declared which are payable in shares of either Common Stock or Non-Voting Common Stock, such dividends shall be payable at the same rate to the holders of both the Common Stock and the Non-Voting Common Stock, provided, however, that such dividends payable to the holders of the Common Stock shall be payable in shares of Common Stock and such dividends payable to the holders of Non-Voting Common Stock shall be payable in shares of Non-Voting Common Stock."

I hereby certify that the foregoing amendment to the Corporation's Agreement of Association was duly voted by the stockholders of Fidelity Bank & Trust Company, being the holders of 15,000 shares of the Corporation's common stock, at the Annual Meeting of the Stockholders held on April 15, 1987, with 185 shares being cast in the affirmative and none in the negative (the 14,815 shares standing in the name of FMR Corp. not being voted).

FIDELITY BANK & TRUST COMPANY

By

  
Charles F. Leahy, Clerk

APPROVAL OF PETITION

We, the undersigned members of the Board of Trust Company Incorporation, find that the public convenience and advantage will be promoted by the amendment to the charter of the Fidelity Bank & Trust Company, Salem, New Hampshire, and that the proceedings in connection with said petition conform to the provisions of RSA Chapter 392.

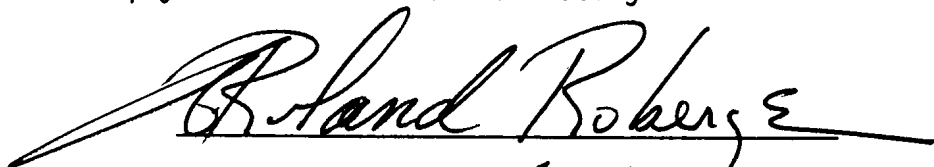


Article IV formerly reading:

"The amount of authorized capital stock of the corporation shall be a total of 15,000 shares of common stock with a par value of \$100.00 per share."

shall be amended to read:

"The total number of shares of capital stock which the Corporation shall have authority to issue is 30,000 shares, which shall be classified as (i) 15,000 shares of common stock, par value \$100 per share (the "Common Stock"), and (ii) 15,000 shares of non-voting common stock, par value \$100 per share (the "Non-Voting Common Stock"). All rights, preferences, and restrictions of the Common Stock and the Non-Voting Common Stock shall be identical, except that the Non-Voting Common Stock shall have no voting rights (other than as required by law) and each share of Common Stock shall entitle the holder thereof to one vote on any and all matters requiring the vote of stockholders of the Corporation.

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Dated: June 23, 1987

APPROVAL OF PETITION

I, the undersigned Clerk of the Board of Trust Company Incorporation, hereby certify that after proceedings required by law, the Board of Trust Company Incorporation has found that the public convenience and advantage will be promoted by the amendment to the charter of the Fidelity Bank & Trust Company, Salem, New Hampshire, and that the proceedings in connection with said petition conform to the provisions of RSA Chapter 392.

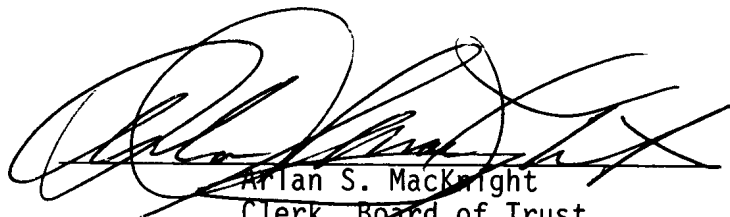
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Arlan S. MacKnight  
Clerk, Board of Trust  
Company Incorporation

Dated: June 23, 1987

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State of New Hampshire  
Department of State

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The undersigned as Secretary of State of the State of New Hampshire certifies that the attached is a true copy of the Certificate of Approval of the Board of Trust Company Incorporation, Amendment to the charter of FIDELITY BANK & TRUST COMPANY and endorsement by the Clerk of the Board of Trust Company Incorporation as filed in this office on July 10, 1987.

Witness my official signature hereunto subscribed, and the seal of the State of New Hampshire, affixed, this 10th day of July in the year one thousand nine hundred and eighty-seven.

*William M. Gardner*

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William M. Gardner  
Secretary of State

